

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Ref. Docket No. 474

**DEBTORS' AND WILLKIE FARR & GALLAGHER LLP'S
JOINT EXHIBIT LIST FOR OMNIBUS HEARING SET FOR
FEBRUARY 6, 2025 AT 10:00 A.M. (PREVAILING EASTERN TIME)**

The debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) and Willkie Farr & Gallagher LLP (together with the Debtors, the “Parties”) intend to introduce and/or reserve the right to introduce the below-listed exhibits at the hearing scheduled for **February 6, 2025 at 10:00 a.m. (prevailing Eastern Time)**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

(the “Hearing”), concerning the *Debtors’ Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 474].

The Parties reserve the right to introduce at the Hearing documents that (i) are part of the record of the above captioned chapter 11 cases, including pleadings and other documents filed on the docket, and (ii) have been produced throughout the course of discovery, as well as to introduce any document, or to rebut the testimony of witnesses or evidence presented by any other party, or for impeachment and to amend or supplement the below-listed exhibits.

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EXHIBIT LIST

Exhibit Number	Document Name	Docket No.
1.	Declaration of Matthew A. Feldman in Support of Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher as Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date	Docket No. 474, Exhibit
2.	Declaration of David Orlofsky in Support of Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher as Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date	Docket No. 474. Exhibit B
3.	Supplemental Declaration of Matthew A. Feldman in Support of Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher as Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date	Docket No. 889
4.	Supplemental Declaration of David Orlofsky in Support of Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher as Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date	Docket No. 890
5.	May 2, 2023 at 12:53 P.M. Email Re: "Project Freedom – Willkie Representation" [Bates Number Forthcoming]	N/A
6.	November 9, 2023 Board Minutes [FRG00057567]	N/A
7.	November 20, 2023 at 4:38 P.M. Email Regarding Ethical Wall (with attachments) [FRG00101532; FRG00101534]	N/A
8.	November 20, 2023 at 4:45 P.M. Email Regarding Ethical Wall (with attachments) [FRG00101525; FRG00101527]	N/A
9.	November 20, 2023 at 4:54 P.M. Email Regarding Ethical Wall (with attachments) [FRG00101508; FRG00101510]	N/A
10.	November 21, 2023 at 12:07 P.M. Email Regarding Ethical Wall (with attachments) [FRG00101491; FRG00101493]	N/A

Dated: February 4, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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and Debtors in Possession*